

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 1, 2010

17490-L  
RECORDATION NO. \_\_\_\_\_ FILED

APR 01 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S W  
Washington, D C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of March 26, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Lease Agreement of Railroad Equipment (the "Lease") previously filed with the Commission under Recordation Number 17490.

The name and address of the party to the enclosed document are.

Lessor	U.S. Bank National Association (successor to Meridian Trust Company) 2 Liberty Place 50 South 16th Street, Suite 2000 Philadelphia, Pennsylvania 19102
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[Lessee.	Consolidated Rail Corporation 1000 Howard Boulevard Mt Laurel, New Jersey 08054]
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Chief, Section of Administration  
April 1, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is.

The Lease previously filed in Recordation Number 17490, as supplemented and amended in subsequent secondary filings under Recordation Number 17490, is terminated as to all railroad equipment previously covered thereunder.

A short summary of the document to appear in the index is.

Notice of Full Termination of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bhs  
Enclosures

APR 01 '10 -3 0 0 PM

**NOTICE OF FULL TERMINATION OF LEASE****SURFACE TRANSPORTATION BOARD**

The undersigned, U.S. BANK NATIONAL ASSOCIATION (successor to Meridian Trust Company), not in its individual capacity but solely as Owner Trustee, as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Lease Agreement of Railroad Equipment (the "Lease") with Consolidated Rail Corporation, as Lessee (the "Lessee"), dated as of August 1, 1991, as amended and supplemented.

The Lease was duly filed and recorded with the Interstate Commerce Commission on August 21, 1991 under Recordation Number 17490. Subsequently thereto, the documents listed in Exhibit A relating to the Lease were duly filed with the Interstate Commerce Commission and the Surface Transportation Board. The Lease was duly filed and recorded with the Registrar General of Canada on August 21, 1991 as Document Key 5154. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease and identified in the primary and secondary filings made under Recordation Number 17490 and Document Key 5154.

[Signature Contained on Following Page]

Dated: March 26, 2010

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By: [Signature]  
Printed Name: G. HROMYCH  
Title: Vice President

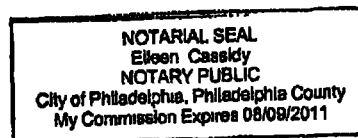
State of )  
County of ) ss.

On this 26<sup>th</sup> day of March, 2010, before me personally appeared G. HROMYCH, to me personally known, who, being duly sworn did say that (s)he is a Vice President of U.S. BANK NATIONAL ASSOCIATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]  
NOTARY PUBLIC

My commission expires:



## Schedule A

1. Lease and Equipment Trust Agreement Supplement No. 1, dated as of August 21, 1991, among Meridian Trust Company, Lessor/Owner Trustee, Consolidated Rail Corporation, Lessee, and Wilmington Trust Company, Equipment Trust Trustee, filed with the Interstate Commerce Commission (the "Commission") on August 21, 1991, at 10:05 a.m., under Recordation Number 17490-B and filed with the Registrar General of Canada (the "RGC") on August 21, 1991 under Document Key 5155.
2. Lease and Equipment Trust Agreement Supplement No. 2, dated as of September 26, 1991, among Meridian Trust Company, Lessor/Owner Trustee, Consolidated Rail Corporation, Lessee, and Wilmington Trust Company, Equipment Trust Trustee, filed with the Commission on September 26, 1991, at 10:00 a.m., under Recordation Number 17490-C and filed with the RGC on September 26, 1991 under Document Key 5150.
3. Lease and Equipment Trust Agreement Supplement No. 3, dated as of December 17, 1991, among Meridian Trust Company, Lessor/Owner Trustee, Consolidated Rail Corporation, Lessee, and Wilmington Trust Company, Equipment Trust Trustee, filed with the Commission on December 17, 1991, at 9:05 a.m., under Recordation Number 17490-D and filed with the RGC on December 17, 1991 under Document Key 5147.
4. Statement of New Reporting Marks, dated as of April 9, 1998, by Consolidated Rail Corporation, Lessee, filed with the Surface Transportation Board (the "Board") on April 10, 1998, at 10:25 a.m., under Recordation Number 17490-E.
5. Statement of New Reporting Marks, dated as of April 20, 1998, by Consolidated Rail Corporation, Lessee, filed with the RGC on April 21, 1998 under Document Key 10889
6. Amendment Agreement, dated as of August 25, 1998, among First Union Trust Company (successor to Meridian Trust Company), Lessor/Owner Trustee, Consolidated Rail Corporation, Lessee, and AT&T Capital Holdings International, Inc., Owner Participant, filed with the Board on January 21, 1999, at 2:50 p.m., under Recordation Number 17490-F and filed with the RGC on January 29, 1999 under Document Key 11462.
7. Amendment Agreement No. 2, dated as of August 27, 2004, between Wachovia Bank, National Association (successor to First Union Trust Company), Lessor/Owner Trustee, Consolidated Rail Corporation, Lessee, and AT&T Capital Holdings International, Inc., Owner Participant, filed with the Board on August 26, 2004, at 4:00 p.m., under Recordation Number 17490-J and filed with the RGC on August 26, 2004 under Document Key 15829.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

4/1/10



Robert W. Alvord